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December 15, 1998

Janice Fort
Surface Transportation Board
Recordation Office
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Washington D.C. 20423

RECORDATION NO. **20900-C** FILED
DEC 16 '98 10-55 AM

DEC 16 10 55 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and

- 1) Corn Products International Inc. dated 12/1/98 (return 2 copies)
- 2) Greenbrier Leasing Corporation dated 12/1/98 (return 2 copies)
- 3) Greenbrier Leasing Corporation dated 12/1/98 (return 2 copies)
- ✓ 4) Greenbrier Leasing Corporation dated 12/1/98 (return 2 copies)

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

DEC 16 '98

10-55 AM

FORM OF MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of December, 1998, is made by Greenbrier Leasing Corporation, a Oregon corporation, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

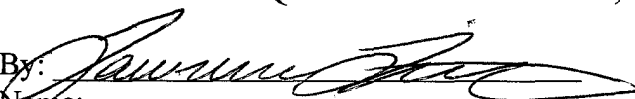
WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of 9/30/97 covering the equipment listed on Rider 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

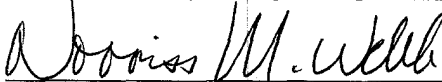
NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: 
Name: LAWRENCE E. LITTLEFIELD
Title: VICE PRESIDENT

GREENBRIER LEASING CORPORATION,

By: 
Name: Morris M. Webb
Title: Executive Vice President

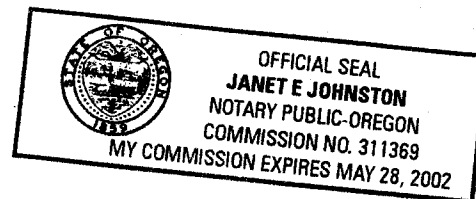
STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

On this 23rd day of November, 1998 before me personally appeared Norriss M. Webb, to me personally known, who by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Janet E Johnston
Notary Public

My Commission expires: 5/28/2002



STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 1st day of December, 1998 before me personally appeared Lawrence Littlefield, to me personally known, who by me duly sworn, says that he/~~she~~ is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires:

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1999
2000

RIDER 1

Car Count: 30

Old Car Mark and Number	New Car Mark and Number	Remark Date
WCRC 65011	GBRX 65011	10/11/97
WCRC 65018	GBRX 65018	10/21/97
WCRC 65020	GBRX 65020	10/21/97
WCRC 65028	GBRX 65028	10/11/97
WCRC 65032	GBRX 65032	10/11/97
WCRC 65035	GBRX 65035	10/11/97
WCRC 65039	GBRX 65039	10/11/97
WCRC 65046	GBRX 65046	10/11/97
WCRC 65069	GBRX 65069	10/11/97
WCRC 65076	GBRX 65076	10/11/97
WCRC 65082	GBRX 65082	10/11/97
WCRC 65131	GBRX 65131	10/11/97
WCRC 65150	GBRX 65150	10/11/97
WCRC 65162	GBRX 65162	10/11/97
WCRC 65171	GBRX 65171	10/11/97
WCRC 65178	GBRX 65178	10/11/97
WCRC 65179	GBRX 65179	10/11/97
WCRC 65185	GBRX 65185	10/21/97
WCRC 65197	GBRX 65197	10/11/97
WCRC 65200	GBRX 65200	10/11/97
WCRC 65203	GBRX 65203	10/11/97
WCRC 65220	GBRX 65220	10/11/97
WCRC 65232	GBRX 65232	10/11/97
WCRC 65241	GBRX 65241	10/11/97
WCRC 65247	GBRX 65247	10/11/97
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WCRC 65267	GBRX 65267	10/11/97
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WCRC 65271	GBRX 65271	10/11/97
WCRC 65299	GBRX 65299	10/11/97